

Kitty Cats

Lovable, cuddly kitty cats sing, dance and play their way in and out of harmless mischief in this new puppet series that takes children's interests to heart. Each program unravels an adventure in the realm of being little. ***Kitty Cats*** Tango, Ricky, Flap, Charlie and friends creatively solve real life dilemmas, 'as they romp through daily activities and events easily accessible to pre-schoolers and children in the early grades. **US Premiere.**

Join In!

Three adult friends, Zachary, Nicky, and Jacob, take their viewers through everyday experiences and invite them to join in and sing, march, read, paint or dance along at home. The emphasis is on having fun while learning useful lessons through normal daily activities. The actors talk to the camera while they unpack groceries, paint pictures, make costumes for a play or write a birthday song for a friend. In each episode the characters read stories to the audience and ask children at home to recite certain lines along with them. Episodes include **US Premieres.**

Ready, Set, Learn! Highlights

- For the first time on cable television, entertaining and educational pre-school programming targeted at children ages 2-6.
- Will air Monday through Friday mornings beginning January, 1993.
- Will stress reasoning skills, whole language skills, social skills, reading skills and conceptualization/imagination skills.
- Programs depict real-life situations and encourage pre-schoolers to participate.
- Exclusive charter sponsorship opportunities available.
- ***Ready, Set, Learn!*** is supported by National Education Association and the PTA.

PROGRAMMING

Designed For Young Learners

MAD MATH

An Original TLC Series

As part of TLC's educational initiative, we present *Mad Math*, an accessible, fun-filled weekly sitcom that explains math fundamentals to viewers ages 9-14. Students will replace fear of challenging math concepts, such as decimals, fractions, and percents, with confidence and knowledge as they participate in this engaging, enjoyable, trust-building adventure. Saturdays from 9:00-9:30amET.

BENEFITS

- Parents will be delighted to see a series that helps them by helping their children conquer their fear of math.
- Students gain an entertaining yet useful television option, and an alternative to standard Saturday morning fare

SO YOU WANT TO BE IN...

An Original TLC Production

If you love baseball, lots of jobs can get you into the ballpark. *So You Want To Be In...* introduces young people -- and grown-ups, too-- to real career opportunities in glamour industries like baseball, rock and roll, and movies. An original TLC series of specials, *So You Want To Be In...* features profiles of intriguing people who combined life-long passions with job skills to pursue careers both in and "next to" the limelight. Watch for upcoming episodes.

BENEFITS

- Excellent promotion opportunities through local tie-ins with schools
- Young people will be inspired -- and parents will be pleased-- to hear how they can use their studies to fulfill their career dreams

MAD MATH



He's wild! He's crazy! He's animated!

And boy, does he know math! Mad Math explains math fundamentals to viewers ages 9-14 in an accessible, fun-filled weekly sitcom that's part of

The Learning Channel's educational initiative.

AIR DATES

Premiering on May 9, *Mad Math* will air Saturdays from 9:00 -9:30 AM (ET). The series will feature 13 original half-hour programs.

MAD MATH'S PROMISE

This series uses the entertainment power of television to help children, with their parents, learn the fundamentals of math. Students will replace fear of math with confidence and knowledge as they learn how to permanently vanquish *Bad Math* from their minds. *Mad Math* will capture students' attention and make learning math what it should be...an engaging, enjoyable, trust-building adventure.

FORMAT

This learn-at-home program offers an engaging, information-packed format that uses both live and animated characters.

Mad Math revolves around two young Hispanic-American actors who portray a brother and sister. The younger brother is a computer and math whiz who tutors a school jock. Each episode will find the trio in a new situation which leads to a

mathematics lesson on fractions, decimals & percents, or ratios & word problems via videotape.

The animated character *Mad Math* and his nemesis *Bad Math* lead the video graphic portion of the program.

THE LEARNING CHANNEL, Cable's premiere educational network, is dedicated to entertainment that educates and inspires 18 hours a day.

TLC is a part of Discovery

Communications, Inc., which also owns and operates The Discovery Channel.



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Southeastern Region 404.435.3599
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Pacific Region 310.551.1611 EXT 5912

Science class was never like this!



© 1992 Discovery Communications, Inc.

The syndicated comic strip is now an outrageous new series.

Beakman's World

World Premiere



Science class was never like this!

The syndicated comic strip is now
an outrageous new series.

Beakman's World

World Premiere



© 1992 Discovery Communications, Inc.

Science class was never like this!

Beakman's World

World Premiere



© 1992 Discovery

BEAKMAN'S WORLD
WEDNESDAYS, BEGINNING SEPT. 30

8PM ET
7PM CT

9PM MT
8PM PT

THE NEW LEARNING CHANNEL

We've transformed

*The Learning Channel into
groundbreaking, trend-setting*

television that awakens

the amazing power of the mind

and encourages thought in

viewers of all ages.

It enlightens, delights, and

stretches the imagination.

It makes an enriching

and positive difference.

*It's stimulating, provocative,
and fun-to-watch. It's the ongoing*

result of millions of dollars and

commitment to excellence

you'll recognize from

the creative talents of the

people at Discovery.

Television has the

power to educate,

entertain and inspire.

The Learning Channel

makes this a reality

18 hours a day.

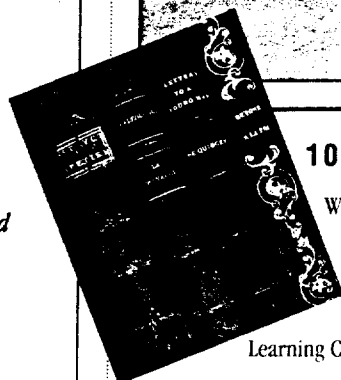


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WEEKLY SIGNATURE SERIES

*Programmed for excellence, these original and world premiere productions
are thought-provoking explorations into the world of ideas.*

*Each of these ongoing series and special presentations
will stimulate and satisfy the curiosity of the lifelong learner.*



100 GREAT BOOKS

What books changed the
course of human history?

Curl up with The

Learning Channel and explore the
artistic and social impact of humanity's literary
masterworks, from the *Koran* to *The Origin of
the Species* and *Walden Pond*.

A PRACTICAL GUIDE TO THE UNIVERSE

In practical terms we can all understand, The
Learning Channel explains such celestial
wonders as stars, planets, asteroids, the Big
Bang, quarks, and other mysteries of the cosmos.

SCIENCE FRONTIERS

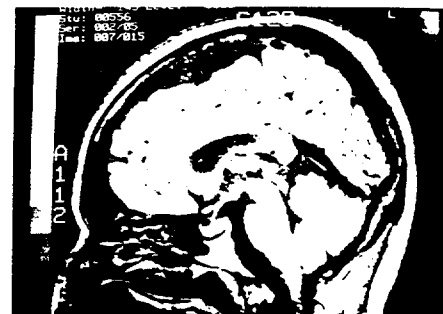


Today's theories are tomorrow's
realities. Take an in-depth look at
21st Century science and its far
ranging impact on life as we
know it. From Bio-engineering
to the origins of the universe

Science Frontiers patrols the
cutting edge of scientific thought.

TLC'S WHAT TO KNOW

Who was Nietzsche and what did he have to say?
And when we say "Freudian slip," are we really
sure what we mean? What's the difference
between Bach and Beethoven and, for that
matter, is Modigliani a pasta dish or an artist?
This series irreverently takes us through the



icons of science, the arts and the humanities,
turning the vague into the familiar by supplying
bite-size chunks of information and insight. It's
expressly tailored for the impatient knowledge-
seekers of the 90's.

10 GREAT WRITERS

Dramatization and
documentary profiles
of ten of the world's
leading authors and



their works, from James Joyce
to Virginia Woolf.

THE HUMAN CONDITION



This series of fast-paced hours

features themed episodes that cast a

fresh light on human health and behavior in our
families, workplaces, and key relationships.

Whether it's "problem" children, stress, or
sexual harassment, *The Human Condition* tells
engrossing human stories that offer insight and

authoritative
solutions for
common problems.



THE NAKED EYE

British author Desmond Morris and the BBC cameras focus on the most intriguing animals of all — humans — in this enthralling look at our behavior. Human work, play, families, sex, creativity and language will be analyzed from the perspective of one of the world's premier observers of the species, whose path breaking book, *The Naked Ape*, took the world by storm in the mid-1960's.



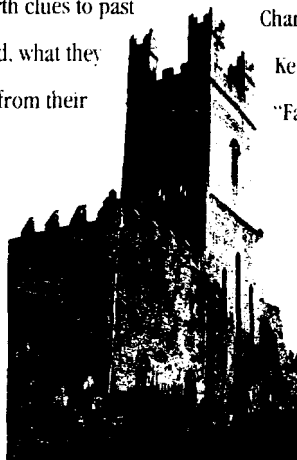
ARCHAEOLOGY

New this fall, The Learning Channel teams up with *Archaeology* magazine and the American Institute of Archaeology to take you on the dig of a lifetime. Host John Rhys Davies, of *Raiders Of The Lost Ark* fame, explores archaeology in today's world and shows how modern, high-tech equipment is being used to unearth clues to past civilizations...how the people lived, what they achieved, and what we can learn from their mistakes and triumphs.

A TRAVELER'S JOURNAL

Venture into unfamiliar places within familiar countries.

The Learning Channel's special guides reveal their native and adopted homelands as only those who live there are able to. Join guest guides like Diana Rigg on an insider's tour of her native Scotland, and Gore Vidal on a lively escapade through the palaces and pleasure houses of Venice.



PEOPLE OF THE 20TH CENTURY

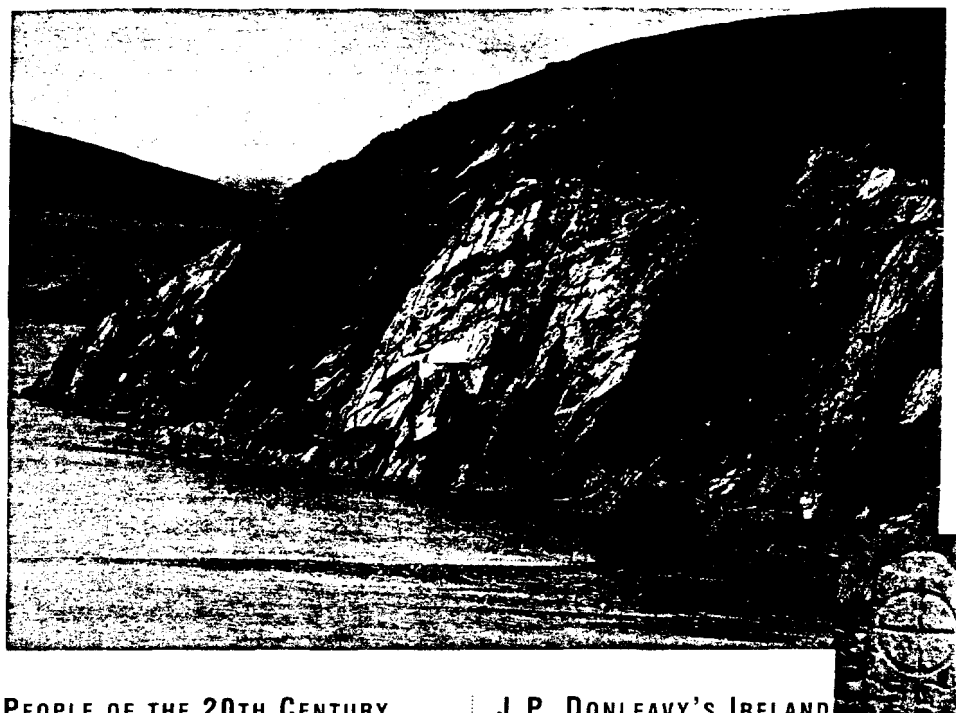
They influence what we wear, what we think, and how we view our world. Meet the intriguing personalities of our century as The Learning

Channel introduces viewers to "The Kennedy Women," "Famous Couples," "False Messiahs," and others.

CHARLIE ROSE

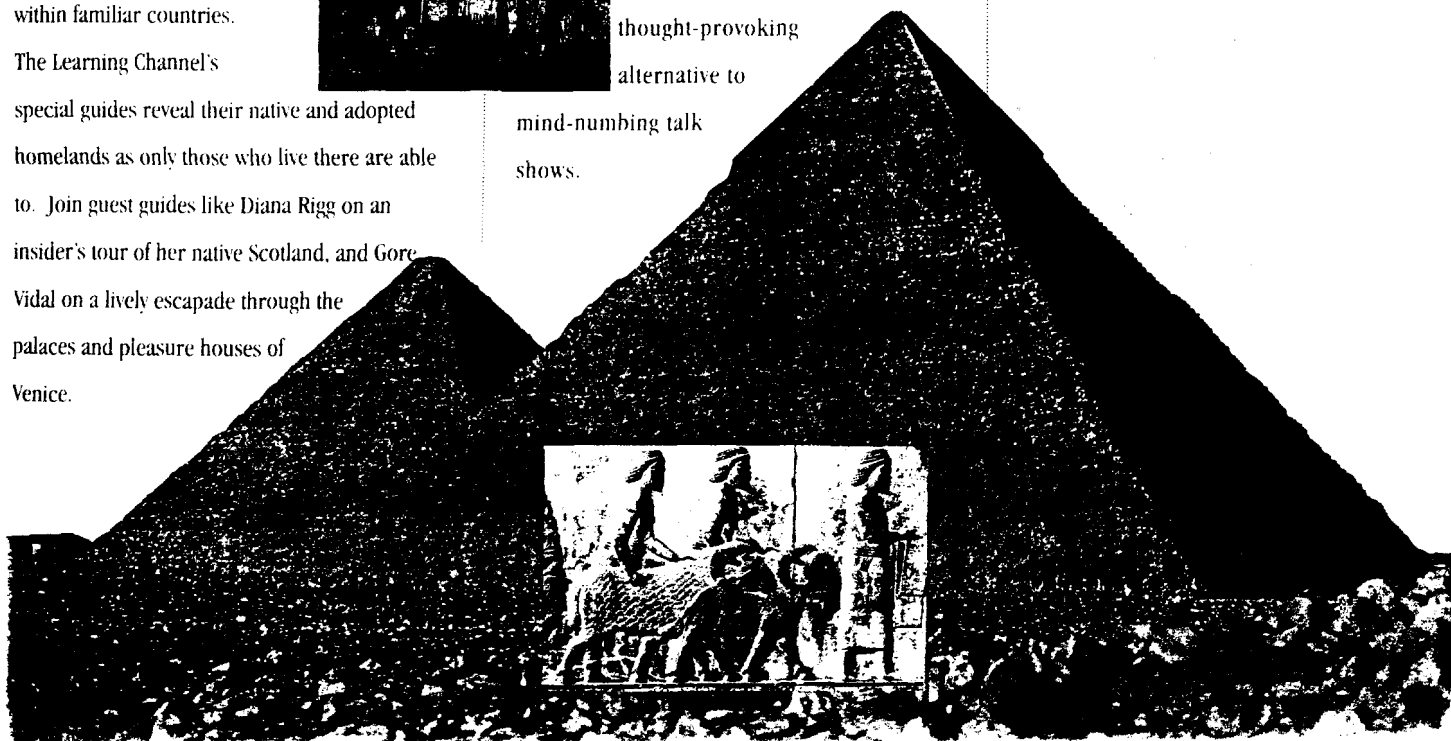
Emmy award-winning journalist and former CBS *Nightwatch* anchor Charlie Rose offers a thought-provoking alternative to

mind-numbing talk shows.



J.P. DONLEAVY'S IRELAND

Don your kilt, heft your bagpipes and join renowned author J.P. Donleavy as The Learning Channel presents a world premiere special showcase of the people, culture, and creativity of the Emerald Isle. Experience the magic of all things Irish through profiles of James Joyce, Irish cuisine, Irish history, and the lush Irish countryside.



D

PROGRAMMING

Designed For Community Outreach

TO READ

An Original Special Produced in Conjunction With The Newspaper Association Of America

To Read celebrates the transformational power of reading. Join a cast of celebrities in the fields of sports, entertainment, art, and literature as they share their personal, inspirational, often humorous experiences with reading. *To Read* covers the gift of reading-- and reveals the value of this unique human ability. Premiering on *International Literacy Day*, Tuesday, September 8 at 8:00pm ET, with repeat airings throughout the week.

BENEFITS

- Positions your system as a leader in promoting reading and adult literacy in your community
- Exceptional promotional opportunity through participation in TLC's literacy promotion campaign in conjunction with *To Read*

LEARN TO READ

Learn To Read eases those adults who can't read into a gradual understanding of the English language, introducing viewers to letters, vowel sounds and complete words. During the series, viewers gradually build a knowledge of written forms. Sundays at 9:30am ET.

BENEFITS

- Gives adults the opportunity to learn to read in the safety and privacy of their homes
- Enhances your community image

NO PROBLEM!

TLC presents an English language initiative for Spanish-speaking viewers. It offers practical lessons which come out of real-life situations like job hunting, house hunting, opening a checking account, and more. Sundays at 9:00am ET.

BENEFITS

- Provides a valuable service to the Spanish-speaking community
- Opportunity to use Spanish language cross channel spot for promotion



Announcing A Major Literacy Effort By The Learning Channel, The American Newspaper Publishers Association And You.

Newspapers and magazines bring us the world. Books offer inspiration and insight. Signs and messages tell us where we're going and warn us of dangers. No other human skill is as important as reading. From the first symbols in clay more than 6,000 years ago through the explosion created by the printing press, reading has changed and molded our history and culture.

Original Special Kicks Off Campaign

To Read: 1 hour-long special. A celebration of what it means to be able to read. The Learning Channel, in conjunction with the American Newspaper Publishers Association, presents an original production on the beauty, importance and personal experience of reading. But more than just facts and interviews, this compelling one-hour documentary brings viewers personal, sometimes humorous experiences with reading by celebrities in the fields of sports, entertainment, art and literature — and reminds us of the value inherent in this glorious gift.

On-Going Literacy Programming

Learn To Read: 29 half-hour episodes which allow adults who can't read the opportunity to learn in the privacy of their own homes.

No Problem: 13 half-hour episodes which highlight everyday transactions in English, giving Spanish-speaking immigrants and Americans useful, practical skills in day-to-day personal and business situations.

Take Credit As A Partner In The TLC/ANPA Literacy Project:

In mid-July the ANPA Foundation will be sending literacy supplements to their member newspapers to be included in the September 8 issue of the local paper. Last year, more than 300 newspapers nationwide published this supplement. This year, TLC offers you, our affiliate, the opportunity to customize, as a sponsor, this insert (also called To Read). Highlight your schedule, promote your commitment to community issues, and promote literacy.



Sponsorship Opportunities

The most successful supplements, those that capture reader interest and advertiser support, will feature local content developed by the newspaper. As part of the supplement there will be camera-ready art for a grid that can be customized locally to include a list of literacy resources and programs.

This TLC/ANPA literacy initiative represents a remarkable opportunity for you to tailor a message which fits your local needs into a campaign which will build strong connections with community leaders and local media. In addition to the ANPA insert, local customizable elements can include:

- Local guide/grid listings of literacy resources within the newspaper supplement, ranging from Adult Basic Education to Driver's Ed, Computer Operation, Writing Skills and English As A Second Language.
- Local sponsorship (with customization) of the entire To Read supplement.
- Working with local schools and the American Library Association to set up volunteer programs.
- Working with local radio partner to reach non-readers.

TLC Support Materials

- | | |
|------------------------|------------------|
| • Implementation Guide | • Ad Slicks |
| • Newspaper Supplement | • Radio Spots |
| • Supplement Grid | • Billstuffer |
| • Cross-Channel Spots | • Press Releases |
| • Posters | |

E

PROGRAMMING

Designed For Your Educator Audience

TEACHER TV

An Original Series Co-Produced By TLC and The NEA

Teacher TV is an energetic, visionary program by, for, and about teachers shot on location in schools throughout the country. Created with the input of thousands of educators, *Teacher TV* provides teachers with a means to share techniques, ideas, and resources. The half-hour program profiles teachers, schools, and communities that dare to challenge the educational status quo. Sundays from 6:00-6:30pm ET.

BENEFITS

- Built-in audience of more than 2 million NEA members
- Local tie-in opportunities with location shoots
- Destined to become required viewing for all Americans interested in what is happening in education today
- Reflects cable's commitment to education and the community

CRITICAL ACCLAIM

- "Cum laude to The Learning Channel's *Teacher TV*."
--TV Guide
- "TLC gives weary teachers a voice... The series is something that's desperately needed...a show we can all learn from."
--Cable World
- "A unique source of professional development."
--NEA Today

TEACHER TV

Teacher TV is an energetic, upbeat, magazine-style show, shot on location in schools across the country



featuring candid profiles of teachers, schools and communities daring to challenge the status quo. It's a place for educators to share techniques, ideas and resources, created with

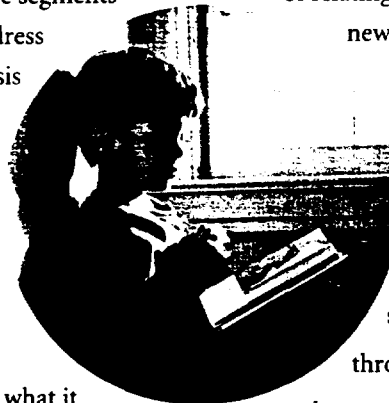
input from thousands of educators. Produced by the two-million-member National Education Association and The Learning Channel, *Teacher TV* is television's only national program for, by and about teachers.

Teacher TV offers practical advice for teachers, parents and the entire community. Go into the classroom with a 22-year-old student-teacher about to teach his very first class. Visit a school that uses interactive videodiscs to teach ninth-grade chemistry to sixth graders. And listen to teachers who've won the Christa McAuliffe Award explain how they use technology to enhance their teaching. Do all this and more on *Teacher TV*, the continuing half-hour series on The Learning Channel.

PROGRAM HIGHLIGHTS

TEACHER PRESENTATION

In the next five to ten years, nearly half of America's teachers will retire. Who will teach America? The three segments of this episode address an educational crisis and show some unorthodox methods for training our future teachers. In the first segment, we'll go into a classroom to learn what it takes to become a teacher. In the second segment, we'll examine an innovative five-year training program in Maine. And the third segment will take us to Switzerland, where we'll have an opportunity to see how some of Europe's best teachers ply their trade.



cost? This episode examines what the extra pressure means to our educational system, as well as how teachers are rising to the challenge of relating to their students in new ways.

DESIGN A SCHOOL *Teacher TV*

explores three schools that have thrown out the manual and are redesigning

themselves. We'll go on location to Indianapolis, Indiana, upstate New York, and Austin, Texas. We'll meet the teachers, parents and students who are revolutionizing the way schools are designed and run. And we'll look at the difficult lessons they're learning in the process.



THE CHANGING ROLE OF SCHOOLS

With broken families on the rise and social community services on the decline, schools and teachers are often left to take on the roles of psychiatrist, social worker, counselor, and even father and mother. But at what



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UNITED STATES DISTRICT COURT
DISTRICT OF COLUMBIA

TURNER BROADCASTING SYSTEM, INC.

Plaintiff,

v.

FEDERAL COMMUNICATIONS COMMISSION
et al.,

Defendants.

Civil Action No. 92-2247
(TPJ)

DANIELS CABLEVISION, INC.

Plaintiff,

v.

UNITED STATES OF AMERICA
et al.,

Defendants.

Civil Action No. 92-2292
(TPJ)

TIME WARNER ENTERTAINMENT
COMPANY, L.P.,

Plaintiff,

v.

FEDERAL COMMUNICATIONS COMMISSION
et al.,

Defendants.

Civil Action No. 92-2294
(TPJ)

NATIONAL CABLE TELEVISION ASSOCIATION
INC.

Plaintiff,

v.

UNITED STATES OF AMERICA
et al.,

Defendants.

Civil Action No. 92-2495
(TPJ)

DISCOVERY COMMUNICATIONS, INC.

Plaintiff,

v.

UNITED STATES OF AMERICA,
et al.,

Defendants.

Civil Action No. 92-2558
(TPJ)

**SUPPLEMENTAL DECLARATION OF DAWN McCALL
IN DISCOVERY COMMUNICATIONS, INC. ET. AL. V. UNITED STATES ET. AL.**

I, Dawn McCall, declare as follows based on my own personal knowledge:

1. I am Vice President of Affiliate Sales and Relations for The Discovery Channel, and I oversee relationships with cable operators and others who carry The Discovery Channel. I filed an

earlier declaration on December 11. This Declaration supplements that declaration.

2. Section 3(b)(7)(A) of the Cable Act of 1992 requires that cable operators have a basic tier of programs which will be rate regulated. In anticipation of the effective date of the Act, some cable operators, including Times Mirror, Viacom, and Cablevision Systems, already have restructured their basic tiers of programs, moving The Discovery Channel, among others, to higher tiers with smaller audiences. Other cable operators, including Sammons, have announced that they will remove The Discovery Channel from their basic tier prior to the issuance of rate regulations. Still others, including Cox, Comcast, TCI, and Falcon will begin re-tiering at the time regulations are issued. If an injunction is issued preventing implementation of Section 3 of the Act, the pressure to re-tier will be substantially lessened. The sooner the injunction is issued, the less re-tiering will take place.

3. Once a cable operator has re-tiered, it is unlikely that The Discovery Channel will be moved back to the basic tier even if Section 3 of the Act is held unconstitutional. Re-tiering is costly and involves considerable customer disruption.


4. Section 3(b)(8)(A) The Cable Act of 1992 requires that "A cable operator may not require subscription to any tier other than the basic tier...as a condition of access to video programming offered on a per channel or per program basis." Although most cable operators carried The Discovery Channel on their basic tier prior to December 4, some carried it on an intermediate tier, subscription to which was a

prerequisite of access to programs offered on a per channel or per program basis. Such cable operators include Telecable and Post Newsweek. The effect of Section 3(b)(8)(A) will be to further reduce the audience for The Discovery Channel.

5. Section 19(a) of the cable act prohibits, effective December 4, 1992, "a cable programming vendor in which a cable operator has an attributable interest...to engage in unfair or deceptive acts or practices, the purpose or effect of which is to hinder significantly or to prevent any multichannel video programming distributor from providing satellite cable programming distributor from providing satellite cable programming or satellite broadcast programming to subscribers or consumers." The Act also mandates regulations precluding such cable programming vendors from engaging in exclusive dealing or price discrimination, except in limited circumstances. The Discovery Channel is concerned that if it does not now license its programming at a uniform price, The Discovery Channel may be held to have engaged in an "unfair" practice, making it subject to the penalties set forth in the underlying Federal Communications Act. Accordingly, The Discovery Channel presently is in an untenable position with respect to responding to request from distributors wanting to carry its service. The predicament faced by The Discovery Channel has slowed negotiations, interfering with The Discovery Channel's effort to distribute its programming.

6. In December, 1992, The Federal Communications Commission issued a notice of proposed rule making regarding among other things the standard for setting rates under section 3. See Attachment A. If the rule making is permitted to go forward, The Discovery Channel will participate in the rule making process at considerable time and expense. The Discovery Channel's comments are due in early January.

I declare under the penalty of perjury that the foregoing is true and correct. Executed this 17th day of December, 1992.


Dawn McCall